

RECORDATION NO. 27884 FILED

APR 09 '09 -1 00 PM

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-041

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

36 pieces of maintenance of way equipment manufactured by Nordco, Inc., Caterpillar, Kershaw Manufacturing Co., Superior Sales and Jackson as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 041.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 041 is 84 months commencing as of September 1, 2007.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 041 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Nordco	67	Anchor Remover	670031	X0100519
2	Caterpillar	CMC-312C	Magnet Crane	CBA04128 CBA04136	X6000270 X6000271
1	Kershaw	46-60	Ballast Regulator	46-620-07	X0600443
1	Kershaw	46-60	Ballast Regulator	46-624-07	X0600447
1	Caterpillar	420E-IT	Backhoe	KMW01504	X3200906
2	Kershaw	46-60	Ballast Regulator	46-623-07 46-622-07	X0600446 X0600445
2	Superior Sales	SHC6301	Bulk Hopper Cart	SHC3880-3-07 SHC3880-4-07	X8700062 X8700063
1	Nordco	CX-N	Spiker w/Nipper	410780	X4400413
1	Nordco	BAAM	Auto Anchor	690044	X0100531
2	Caterpillar	420E-IT	Backhoe	KMW01499 KMW00856	X3200907 X3200914
1	Nordco	CX-N	Spiker w/Nipper	410781	X4400414
1	Nordco	CX-NG	Spiker w/Nipper	410783	X4400415

& Gager

2	Nordco	SP2R	Spike Puller	310088 310089	X4700460 X4700461
1	Kershaw	46-60	Ballast Regulator	46-621-07	X0600444
1	Caterpillar	12-H	Motor Grader	AMZ00888	X2500058
1	Jackson	6700-SJ	Production Switch Tamper	153471	X5400449
1	Nordco	CX-NG	Spiker w/Nipper & Gager	410777	X4400408
2	Nordco	CX-N	Spiker w/Nipper	410778 410779	X4400411 X4400412
2	Nordco	SP2R	Spike Puller	310090 310091	X4700462 X4700463
1	Caterpillar	420E-IT	Backhoe	KMW01526	X3200908
1	Caterpillar	420E-IT	Backhoe	KMW01488	X3200909
2	Caterpillar	420E-IT	Backhoe	KMW01464 KMW01485	X3200910 X3200912
2	Caterpillar	420E-IT	Backhoe	KMW01481 KMW00915	X3200911 X3200913
1	Nordco	CX-N	Spiker w/Nipper	410784	X4400416
1	Nordco	SP2R	Spike Puller	310092	X4700464
1	Jackson	6700-SJ	Production Switch Tamper	153470	X5400448
1	Jackson	3300-S	Switch Chase Tamper	153474	X5600253

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MEMORANDUM OF LEASE

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
Lessor

By Karl Alberts

Name Karl Alberts
Assistant Vice President

Title _____

BNSF RAILWAY COMPANY,
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer
General Director - Finance

Title _____

State of IL)
) ss:
County of COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.

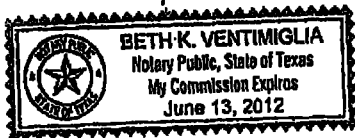


Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 041.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 041 is 84 months commencing as of September 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 041 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Nordco	67	Anchor Remover	670031	X0100519
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1	Kershaw	46-60	Ballast Regulator	46-624-07	X0600447
1	Caterpillar	420E-IT	Backhoe	KMW01504	X3200906
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& Gager

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1	Jackson	6700-SJ	Production Switch Tamper	153471	X5400449
1	Nordco	CX-NG	Spiker w/Nipper & Gager	410777	X4400408
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1	Caterpillar	420E-IT	Backhoe	KMW01488	X3200909
2	Caterpillar	420E-IT	Backhoe	KMW01464 KMW01485	X3200910 X3200912
2	Caterpillar	420E-IT	Backhoe	KMW01481 KMW00915	X3200911 X3200913
1	Nordco	CX-N	Spiker w/Nipper	410784	X4400416
1	Nordco	SP2R	Spike Puller	310092	X4700464
1	Jackson	6700-SJ	Production Switch Tamper	153470	X5400448
1	Jackson	3300-S	Switch Chase Tamper	153474	X5600253

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/9/09



Robert W. Alvord